

**HELM-ATLANTIC ASSOCIATES
LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

August 4, 1998

Mr. Vernon Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 18905-2 FILED

AUG 5 '98 10-18 AM

SURFACE
TRANSPORTATION
BOARD

Dear Mr. Williams:

On behalf of Helm-Atlantic Associates Limited Partnership, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully executed originals of the **Partial Termination of Security Agreement** dated July 15, 1998 ("**Partial Termination**") by NationsBank, for the benefit of **Helm-Atlantic Associates Limited Partnership**.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Helm: Helm-Atlantic Associates Limited Partnership
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Agent: NationsBank
1111 East Main Street, 4th Floor Pavilion
Richmond, VA 23277

Equipment: Five (5) railcars bearing AAR reporting marks and numbers HATX 45046, HATX 45052, HATX 45054, HATX 45106 and HATX 45119.

Previous STB Filing: Security Agreement filed on July 20, 1994 under Recordation No. 18905.

Please file the Partial Termination under the next available recordation number and return two (2) endorsed originals to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,

Alison Drain
Alison Drain
Document Administrator

/ad
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

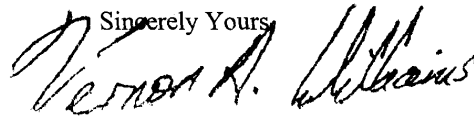
DATE:8/5/98

Alison Drain
Helm-Atlantic Associates
Limited Partnership
One Embarcadero Center
San Francisco, CA., 94111

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3(c), on 8/5/98 at 10:18AM ,and
assigned recordation number(s). 18905-Z.

Sincerely Yours



Vernon A. Williams

Enclosure(s)
26.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



RECORDATION NO. 18905-2 FILED

PARTIAL TERMINATION OF
SECURITY AGREEMENT

AUG 5 '98 10-18 AM

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is dated as of July 15, 1998, by NATIONSBANK, N.A., a national banking association, as agent ("NationsBank"), for the benefit of HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Helm-Atlantic Associates").

1. Recitals. Helm-Atlantic Associates owns the five (5), open top hopper railcars bearing the Association of American Railroad reporting marks and numbers HATX 45046, HATX 45052, HATX 45054, HATX 45106 and HATX 45119 (the "Unit(s)"). Helm-Atlantic Associates has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to NationsBank upon the terms and conditions provided in that certain Security Agreement dated as of July 20, 1994 between Helm-Atlantic Associates and NationsBank (the "Security Agreement") and filed at the Surface Transportation Board of the Department of Transportation ("STB"), formerly known as the Interstate Commerce Commission, under Recordation No. 18905.

Helm-Atlantic Associates intends to sell the Units to a third party and desires that such sale shall be free and clear of any lien or security interest of NationsBank. Pursuant to the terms granted under the Security Agreement, Helm-Atlantic Associates requests NationsBank's consent to such sale of the Units and requests NationsBank to terminate its security interest in the Units.

2. Termination of Security Interest. NationsBank hereby consents to the sale of the Units by Helm-Atlantic Associates and NationsBank hereby terminates any and all security interests in the Units granted to it under the Security Agreement which security interest in the Units shall be forever terminated upon the filing of this Partial Termination with the STB, at which time all of NationsBank's right, title and interest in and to the Units shall be null and void.

This Partial Termination shall have no effect on NationsBank's security interest in and lien on any other collateral other than the Units and said security interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, NationsBank has executed this Partial Termination of Security Agreement as of the date first above written.

NATIONSBANK, N.A., as Agent

By: E. Turner Lippin
Print Name: E. Turner Lippin
Title: Senior Vice President

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STATE OF VIRGINIA)
) S.S.
CITY OF RICHMOND)

On July 29, 1998, 1998, before me, E. Turner Coggins personally
appeared Senior Vice President of
NATIONSBANK OF VIRGINIA N.A.,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted,
executed the instrument.

Witness my hand and official seal.

Paquell R. Evans
SIGNATURE OF THE NOTARY

My Commission Expires January 31, 2001

[Notarial Seal]